

## *Annual Declaration of Compliance in accordance with Section 161 AktG*

In accordance with Section 161 of the German Stock Corporation Act (AktG), the Executive Board and the Supervisory Board of bmp media investors AG hereby declare that, other than the exceptions listed in the last annual declaration of compliance dated 10 February 2010 and the declaration published during the year on 22 June 2011, the recommendations of the Government Commission of the German Corporate Governance Code (the "Code") as published by the Federal Minister of Justice in the official section of the electronic Federal Gazette (ebundesanzeiger) in the version dated 26 May 2010 were complied with in the 2011 business year and up until the submission of this declaration and will continue to be complied with in future with the following exceptions:

- *Electronic delivery of documentation announcing the convening of the General Stockholders' Meeting (Section 2.3.2)*

The Code recommends that the company notify all domestic and international financial services providers, shareholders and shareholders' associations of the convening of the General Stockholders' Meeting by electronic means, including all related documentation, providing that the approval requirements are met.

This requires knowledge of the e-mail addresses of all of our shareholders. It also requires sufficiently secure identification of shareholders and their addresses.

In our view, neither of these requirements can be met to the required extent at this time. In view of this, bmp does not and will not follow this recommendation.

Nevertheless, bmp will send the documents to all shareholders who wish to receive them for information purposes, including by electronic means, independently of notification in accordance with Section 125 AktG.

- *D&O insurance deductibles (Section 3.8)*

For D&O insurance obtained by the company on behalf of Supervisory Board members, the Code recommends a deductible equal to the legally prescribed deductible for members of the Executive Board in accordance with Section 93 (2) sentence 3 AktG.

In light of factors such as the fixed remuneration amount for Supervisory Board members, bmp does not view this measure as a suitable means of increasing incentives for Supervisory Board members, ensuring their continued motivation and fostering a sense of responsibility in the performance of their duties. Therefore, the recommendation was not and will not be followed.

- *Diversity in the filling of managerial positions (Section 4.1.5) and in the composition of the Executive Board (Section 5.1.2) and Supervisory Board (Section 5.4.1)*

The Code recommends that diversity be ensured in the filling of managerial positions in the company and the Executive Board, particularly with regard to adequate female representation. In addition, the Supervisory Board shall establish specific targets with regard

to its composition, taking into account the international activities of the company, potential conflicts of interest, an age limit for Supervisory Board members (to be defined) and diversity in light of the company's specific situation. These targets should also be taken into consideration by the Supervisory Board when making candidate recommendations to its selection committees; the targets and the status of their implementation are to be published in the Corporate Governance Report.

In filling managerial or Executive Board positions, the Executive Board and Supervisory Board base their decisions solely on expertise and competence. Other characteristics such as gender, nationality or religious affiliation have had and will continue to have no bearing on the decision, particularly given the size of the company and of the Executive Board and Supervisory Board. The same applies to recommendations to the selection committees regarding Supervisory Board candidates. In addition, the Supervisory Board has not and will not set any specific targets; Supervisory Board targets and the status of their implementation will therefore not be published in the Corporate Governance Report.

- *Composition of the Executive Board (Section 4.2.1.)*

The Code recommends that the Executive Board be composed of several persons and have a Chairman or Spokesman, and that by-laws should govern the work of the Executive Board, in particular the allocation of duties among individual Executive Board members, matters reserved for the Executive Board as a whole, and the required majority for Executive Board resolutions.

As our Executive Board consists of only two persons with largely identical areas of responsibility, we have not nominated a Chairman or Spokesman or prescribed the allocation of duties among the individual Executive Board members.

- *Formation of committees (Sections 4.2.2, 5.2, 5.3.1, 5.3.2, 5.3.3)*

The Code recommends that the Supervisory Board, depending on the specific situation of the company and the number of Supervisory Board members, form expert committees including an audit committee, a nomination committee, a committee for handling Executive Board agreements and a committee for planning Supervisory Board meetings. The latter should be headed by the Chairman of the Supervisory Board.

Due to the size of the company, our Supervisory Board consists of only three persons. Committees are therefore not formed, i.e. the company cannot follow the above recommendations.

- *Recommendation of candidates for Chairman of the Supervisory Board during Supervisory Board elections (Section 5.4.3).*

Proposed candidates for Chairman of the Supervisory Board shall be announced to the

shareholders.

Such candidates must have been previously been elected as members of the Supervisory Board by the General Stockholders' Meeting. In accordance with Section 11 (1) of the Articles of Association in conjunction with Section 107 (1) AktG, the Supervisory Board must also elect a Chairman and a Vice-Chairman from among its own members at its first meeting following the election. This meeting typically takes place immediately following the General Stockholders' Meeting of bmp media investors AG at which the members of the Supervisory Board are elected to their posts by the General Stockholders' Meeting. Therefore, the disclosure of recommended candidates for Chairman of the Supervisory Board is not possible.

- *Publication of financial reports (Section 7.1.2)*

The Code recommends making the year-end consolidated financial statements publicly available within 90 days of the end of the business year and interim reports within 45 days of the end of the reporting period.

Our consolidated financial statements are published within 4 months of the end of the business year, while quarterly reports are published within 2 months of the end of the respective reporting period. The costs of faster preparation and publication are considered to be disproportionate to the level of information gained by the shareholders.

Berlin, 13 February 2012

***Supervisory Board:***

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Gerd Schmitz-Morkramer

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Bernd Brunke

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Ulrich Ankele

***Executive Board:***

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Oliver Borrmann

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Jens Spyrka